



CORPORATION SERVICE COMPANY

RECORDATION # 23817-B

AUG 20 2004

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SURFACE TRANSPORTATION BOARD

August 20, 2004

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

RE: 128448-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of August 17, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **ATOFINA PETROCHEMICALS, INC.**
15710 JFK Boulevard Houston, TX 77032

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ATOFINA PETROCHEMICALS, INC.**, covering 6 rail cars with reporting marks and numbers -DBUX 300379 - DBUX 300450 - NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23819 dated 01/10/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist
Corporation Service Company
801 Adlai Stevenson Drive
Springfield, IL 62703
(800) 995-5071 ext. 3813

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 17th day of August, 2004, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and ATOFINA PETROCHEMICALS, INC., a Delaware corporation, with an address at 15710 JFK Blvd., Houston, TX 77032 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lesser and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of December 31, 2001 covering certain equipment described therein and with respect to which hereto a Memorandum of Railcar Lease was filed with the Surface Transportation Board on January 10, 2002 as recordation number 23819.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment (the "Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph F. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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SURFACE TRANSPORTATION BOARD

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ATOFINA PETROCHEMICALS, INC.

By: Kevin Boyle
Name: KEVIN BOYLE
Title: VP BASE CHEMICALS

HMC

Schedule A

Number of Cars		Equipment Description
6		28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated
1	DBUX	300379
2	DBUX	300384
3	DBUX	300385
4	DBUX	300387
5	DBUX	300401
6	DBUX	300450